

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF WISCONSIN

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In re: Carrols Corp

Debtor.

Case No. 24-20601-gmh  
(Chapter 15)

In re: Carrols LLC,

Debtor.

Case No. 24-20602-gmh  
(Chapter 15)

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**DECLARATION OF JARED L. LANDAW**

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I, Jared L. Landaw, in my capacity as Senior Vice President and General Counsel of Carrols Restaurant Group, Inc. (“Carrols”) and not personally, make the following declaration in support of the United States Trustee’s Expedited Motion to Dismiss the chapter 15 petitions of Carrols Corp (Case No. 24-20601-gmh) and Carrols LLC (Case No. 24-20602-gmh).

1. I am employed as the Senior Vice President and General Counsel of Carrols.
2. I am an authorized representative of Carrols and its subsidiaries Carrols Corporation and Carrols LLC.
3. I have personal knowledge regarding the foregoing facts based upon, among other things, my familiarity with Carrols, my position as Senior Vice President and General Counsel of Carrols and my review of business and other records.
4. Carrols is the largest Burger King franchisee in the United States today, operating over 1,000 Burger King restaurants in 23 states. Carrols also owns and operates 60 Popeyes restaurants in six states. Carrols generated over \$1.8 billion of restaurant sales during the 2023 fiscal year ended December 31, 2023.

Drafted by:  
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5. Carrols is headquartered in Syracuse, New York. Its business address is 968 James Street, Syracuse, NY 13203.

6. Carrols has been a publicly traded company since December 2006. Carrol's stock trades on the NASDAQ Stock Market under the symbol "TAST."

7. In January 2024, Carrols announced that Restaurant Brands International Inc. ("RBI") and Carrols had entered into an agreement for RBI to acquire all of Carrols issued and outstanding shares that are not already held by RBI or its affiliates for \$9.55 per share in an all cash transaction, or an aggregate total enterprise value of approximately \$1.0 billion. The transaction is expected to be completed in the second quarter of 2024 and is subject to expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as well as other customary closing conditions, including approval by the holders of a majority of common stock held by Carrols stockholders excluding shares held by RBI and its affiliates and officers of Carrols in addition to approval by holders of a majority of outstanding common stock of Carrols.

8. Carrols is not a financially troubled company.

9. Carrols was alerted to the chapter 15 bankruptcy petition of "Carrols Corp" on February 10, 2024 by a representative of RBI who had been contacted by a news reporter.

10. Carrols did not authorize the chapter 15 petitions of Carrols Corp or Carrols LLC filed on February 9, 2024, in the United States Bankruptcy Court for the Eastern District of Wisconsin.

11. The chapter 15 petitions of Carrols Corp and Carrols LLC filed with the United States Bankruptcy Court for the Eastern District of Wisconsin are fraudulent.

***Carrols Corp Case No. 24-20601-gmh***

12. I have reviewed the Chapter 15 Petition for Recognition of a Foreign Proceeding naming Carrols Corp as a debtor. Case No. 24-20601-gmh, ECF No. 1 (“Carrols Corp petition”).

13. The Carrols Corp petition indicates that there is a “Toronto, Ontario, Canada” proceeding in which the appointment of a foreign representative, Restaurant Brands International, occurred. Case No. 24-20601-gmh, ECF No. 1 at 1.

14. Carrols is not party to any foreign proceeding in Canada.

15. Restaurant Brands International is not the foreign representative of Carrols or any of its subsidiaries.

16. The Carrols Corp petition indicates that the debtor’s registered office is “874 Sinclair Road, Oakville, ON L6K 2y1, Canada.” Case No. 24-20601-gmh, ECF No. 1 at 2.

17. Carrols does not have a registered office in Canada. Carrols is headquartered in Syracuse, NY.

18. The Carrols Corp petition further includes a 65 Sidney St., Buffalo, NY 14211 address for its foreign representative. This address is not affiliated with Carrols. Case No. 24-20601-gmh, ECF No. 1 at 2.

19. The Carrols Corp petition includes the printed names of purported foreign representatives “Willie Johnson” and “Robert W. Johnson.” Case No. 24-20601-gmh, ECF No. 1 at 3.

20. The purported foreign representatives are not affiliates of Carrols. They are not authorized to file a bankruptcy petition on behalf of Carrols.

21. The Carrols Corp petition includes a “Notice of Chapter 11 Bankruptcy case” that indicates that Willie Johnson, 65 Sidney St, Buffalo NY 14211 is the debtor’s attorney. Case No. 24-20601-gmh, ECF No. 1 at 4-5.

22. Willie Johnson is not an attorney for Carrols or any of its subsidiaries.

23. Carrols does not conduct any business at 65 Sidney St, Buffalo NY 14211.

24. The Carrols Corp petition also includes subpoenas to produce documents in a criminal case with no case numbers, and two purported warrants. Case No. 24-20601-gmh, ECF No. 1 at 6-13. Carrols did not draft or authorize the filing of these documents in the United States Bankruptcy Court for the Eastern District of Wisconsin.

25. I further reviewed the application to pay the filing fee in installments filed on February 9, 2024. Case No. 24-20601-gmh, ECF No. 4. Carrols did not draft this document or authorize its filing in the United States Bankruptcy Court for the Eastern District of Wisconsin.

***Carrols LLC Case No. 24-20602-gmh***

26. I have reviewed the Chapter 15 Petition for Recognition of a Foreign Proceeding naming Carrols LLC as a debtor. Case No. 24-20602-gmh, ECF No. 1 (“Carrols LLC petition”).

27. The Carrols LLC petition is largely identical to the Carrols Corp petition and contains similar misinformation.

28. The Carrols LLC petition indicates that there is a “Toronto, Ontario, Canada” proceeding in which the appointment of a foreign representative, Restaurant Brands International, occurred. Case No. 24-20602-gmh, ECF No. 1 at 1.

29. Carrols is not party to any foreign proceeding in Canada.

30. Restaurant Brands International is not the foreign representative of Carrols or any of its subsidiaries.

31. The Carrols LLC petition indicates that the debtor's registered office is "874 Sinclair Road, Oakville, ON L6K 2y1, Canada." Case No. 24-20602-gmh, ECF No. 1 at 2.

32. Carrols does not have a registered office in Canada. Carrols is headquartered in Syracuse, NY.

33. The Carrols LLC petition further includes a 65 Sidney St, Buffalo, NY 14211 address for its foreign representative. This address is not affiliated with Carrols. Case No. 24-20602-gmh, ECF No. 1 at 2.

34. The Carrols LLC petition includes the printed names of purported foreign representatives "Willie Johnson" and "Robert W. Johnson." Case No. 24-20602-gmh, ECF No. 1 at 3.

35. The purported foreign representatives are not affiliates of Carrols. They are not authorized to file a bankruptcy petition on behalf of Carrols.

36. The Carrols LLC petition includes a "Notice of Chapter 13 Bankruptcy case" that indicates that Willie Johnson, 65 Sidney St, Buffalo NY 14211 is the debtor's attorney. Case No. 24-20602-gmh, ECF No. 1 at 10-11.

37. Willie Johnson is not an attorney for Carrols or any of its subsidiaries.

38. Carrols does not conduct any business at 65 Sidney St, Buffalo NY 14211.

39. Carrols did not draft the Notice of Chapter 13 Bankruptcy case and did not authorize its filing. Case No. 24-20602-gmh, ECF No. 1 at 10-11.

40. The Carrols LLC petition also includes subpoenas to produce documents in a criminal case with no case numbers, and two purported warrants. Case No. 24-20602-gmh, ECF


No. 1 at 4-9. Carrols did not draft or authorize the filing of these documents in the United States Bankruptcy Court for the Eastern District of Wisconsin.

41. I further reviewed the application to pay the filing fee in installments filed on February 9, 2024. Case No. 24-20602-gmh, ECF No. 4. Carrols did not draft this document or authorize its filing in the United States Bankruptcy Court for the Eastern District of Wisconsin.

42. Carrols supports the United States Trustee's expedited motion to dismiss these cases as they are fraudulent petitions that were not authorized by Carrols.

**I declare under penalty of perjury that the foregoing is true and correct. 28 U.S.C. §1746.**

**Executed on February 12, 2024.**

  
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Jared L. Landaw, Esq.  
Senior Vice President and General Counsel  
of Carrols Restaurant Group, Inc.